

LOWENSTEIN SANDLER PC

1251 Avenue of the Americas, 17th Floor
New York, New York 10020
(212) 262-6700 (Telephone)
(212) 262-7402 (Facsimile)
Michael S. Etkin (ME 0570)
Ira M. Levee (IL 9958)
Andrew Behlmann (AB 1174)

and

65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 (Telephone)
(973) 597-2481 (Facsimile)

Bankruptcy Counsel for Plaintiffs in the Class Action, the Putative Class, Union Central Life Insurance Company, Ameritas Life Insurance Company, Acacia Life Insurance Company, Cambridge Place Investment Management Inc., the RESPA Plaintiffs and the RESPA Putative Class

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,
Debtors.

Chapter 11

Case No. 12-12020 (mg)

(Jointly Administered)

Re: Doc. No. 700

**AMENDED VERIFIED STATEMENT OF COUNSEL
PURSUANT TO BANKRUPTCY RULE 2019(a)**

This Verified Statement, submitted in compliance with Fed. R. Bankr. P. 2019 (“Rule 2019”), amends the *Verified Statement of Counsel Pursuant to Bankruptcy Rule 2019(a)*, previously filed by the undersigned at Doc. No. 700 on July 6, 2012. Lowenstein Sandler PC (“Lowenstein”), as attorneys for the parties identified in paragraph 1, *infra*, makes the following disclosures:

1. Lowenstein has been retained by each of the following creditors in connection with the above-captioned matter:

a. New Jersey Carpenters Health Fund (the “Lead Plaintiff”), New Jersey

Carpenters Vacation Fund (“Vacation Fund”) and Boilermaker Blacksmith National Pension Trust (collectively with Lead Plaintiff and the Vacation Fund, the “Class Action Plaintiffs”) on behalf of themselves and the class of persons and entities (the “Putative Class”),¹ who purchased or otherwise acquired interests in certain Issuing Trusts pursuant to Registration Statements filed by certain of the Debtors, in the consolidated securities class action styled as *New Jersey Carpenters Health Fund, et al., on Behalf of Themselves and All Others Similarly Situated v. Residential Capital, LLC et al.*, Case No. 08-CV-8781 (HB) (S.D.N.Y.) (the “Class Action”), asserting claims for damages against the Debtors and others for violations of sections 11, 12 and 15 of the Securities Act of 1933 (15 U.S.C. §§77k, 77l(a)(2) and 77(o));

b. The Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company (collectively “Union Central”), plaintiffs in the civil action styled as *The Union Central Life Ins. Co. et al. v. Credit Suisse First Boston Mortg. Sec. Corp. et al.*, Case No. 11-CV-2890 (GBD) (S.D.N.Y.) (the “Union Central Action”), asserting claims for damages against the Debtors and others for violations of section 10(b) of the Securities Exchange Act of 1934 (the “1934 Act”) (15 U.S.C. §78j(b)) and Rule 10b-5 (17 C.F.R. §240.10b-5) promulgated there under, section 20(a) of the 1934 Act (15 U.S.C. §78t(a) and (b)), and New York state law (fraud, unjust enrichment and aiding and abetting), arising out of the purchase and sale of certain residential mortgage-backed securities as described in the Union Central Action;

c. Cambridge Place Investment Management Inc. (“CPIM”), plaintiff in the civil actions styled as *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, pending in the Superior Court of Massachusetts, Case Nos. 10-2741-BLS1 and 11-0555-BLS1 (collectively, the “CPIM Actions”), asserting claims for damages against the Debtors and others for violations of sections 410(a)(2) and (b) of the Massachusetts Uniform Securities Act, MASS. GEN. LAWS ch 110A (2012), arising out of the purchase and sale of certain residential mortgage-backed securities as described in the CPIM Actions; and

¹ The motion for certification of the Putative Class is currently pending in the United States District Court for the Southern District of New York (the “District Court”).

d. Donna Moore, Frenchola Holden and Keith McMillon, the proposed class representatives (the “RESPA Plaintiffs”), on behalf of themselves and the class of persons (the “RESPA Putative Class”), who obtained residential mortgage loans through GMAC Mortgage, LLC and GMAC Bank (collectively, “GMAC”) and paid for mortgage insurance issued by insurers with whom GMAC had captive insurance arrangements, in the proposed national class action styled as *Donna Moore, Frenchola Holden and Keith McMillon, individually and on behalf of all others similarly situated v. GMAC Mortgage, LLC, GMAC Bank and Cap Re of Vermont, Inc.*, Case No. 07-cv-04296-PD (E.D. Pa.) (the “RESPA Class Action”), asserting claims for damages against the Debtors and others for violations of the Real Estate Settlement Procedures Act of 1974.

2. On June 30, 2009, the District Court entered an order [Doc. 34] appointing New Jersey Carpenters Health Fund as Lead Plaintiff in the Class Action and Cohen Milstein Sellers & Toll, PLLC (“CMST”), with offices at 88 Pine Street, 14th Floor, New York, New York 10005, as Lead Counsel to represent the Class Action Plaintiffs and the Putative Class.

3. Litigation Counsel for Union Central is Robbins Geller Rudman & Dowd LLP (“RGRD”), with offices at 665 West Broadway, Suite 1900, San Diego, California 92101.

4. Litigation Counsel for CPIM is Bernstein Litowitz Berger & Grossmann LLP (“BLBG”), with offices at 12481 High Bluff Drive, Suite 300, San Diego, California 92130.

5. Litigation Counsel for the RESPA Plaintiffs and the RESPA Putative Class is Kessler Topaz Meltzer & Check LLP (“KTMC”), with offices at 280 King of Prussia Road, Radnor, Pennsylvania 19087.

6. CMST, RGRD, BLBG and KTMC retained Lowenstein, with offices at 1251 Avenue of the Americas, 17th Floor, New York, New York 10020, and 65 Livingston Avenue, Roseland, New Jersey 07068, as bankruptcy counsel to represent the interests of the Class Action Plaintiffs, the Putative Class, Union Life, CPIM, the RESPA Plaintiffs and the RESPA Putative Class in these bankruptcy proceedings.

7. Therefore, Lowenstein is authorized to represent the Class Action Plaintiffs, the Putative Class, Union Life, CPIM, the RESPA Plaintiffs and the RESPA Putative Class herein.

8. All claims against the Debtors asserted or to be asserted herein by the Class Action Plaintiffs, the Putative Class, Union Life, CPIM, the RESPA Plaintiffs and the RESPA Putative Class accrued on or before the date on which the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. To the best of the undersigned's knowledge, no person associated with any law firm involved herein has any interest in or claim against the Debtors.

9. By submission of this Statement pursuant to Rule 2019, Lowenstein does not limit in any way its rights or the rights of the parties named herein under the Bankruptcy Code, the Bankruptcy Rules and other applicable law. The information contained herein is intended solely to comply with Rule 2019 and not for any other purpose. Lowenstein expressly reserves the right to supplement and/or amend this Statement in any respect. Submission of this Statement does not constitute the consent of the Class Action Plaintiffs, the Putative Class, Union Life, CPIM, the RESPA Plaintiffs and the RESPA Putative Class to the jurisdiction of this Court for any purpose other than with respect to this Statement.

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Dated: August 16, 2012

LOWENSTEIN SANDLER PC

By: /s/ Ira M. Levee

Michael S. Etkin (ME0570)
Ira M. Levee (IL 9958)
Andrew Behlmann (AB 1174)
1251 Avenue of the Americas, 17th Floor
New York, New York 10020
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Action, the Putative Class, Union Central Life
Insurance Company, Ameritas Life Insurance
Company, Acacia Life Insurance Company,
Cambridge Place Investment Management Inc., the
RESPA Plaintiffs and the RESPA Putative Class*

I verify under penalty of perjury that the facts set forth herein are true and correct to the best of my knowledge.

Dated: August 16, 2012

/s/ Ira M. Levee
Ira M. Levee

CERTIFICATION OF SERVICE

I certify that on August 16, 2012, a copy of the Amended Verified Statement of Counsel Pursuant to Rule 2019 was served through the Court's ECF system.

Dated: August 16, 2012

/s/ Ira M. Levee
Ira M. Levee